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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

BASIC AMENDMENT

SOUTHERN PROPERTY HOLDINGS INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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Amended & Restated

T BROWN MAR 18 2002

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective March 15, 2002 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Southern Property Holdings Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
Southern Property Holdings Inc.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146

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TALLAHASSEE, FLORIDA

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Ana Maria Petrini de Hermida
Mariangeles Pagalday

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
305-667-7733

H02000058060

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Article IV. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Raul J. Sanchez De Varona
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Southern Property Holdings Inc.

By: 

by Miguel Mirabal as attorney-in-fact

Name: Ana Maria Petrini de Hermida

Title: Director, Chairman

Date: March 15, 2002

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
305-867-7733

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

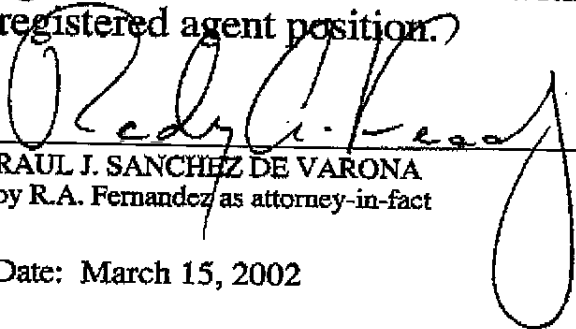
CORPORATION:

Southern Property Holdings Inc.

REGISTERED AGENT/OFFICE:

**Raul J. Sanchez De Varona
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RAUL J. SANCHEZ DE VARONA
by R.A. Fernandez as attorney-in-fact

Date: March 15, 2002

**Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
305-667-7733**

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Southern Property Holdings Inc.

By: 

by Miguel Mirabal as attorney-in-fact

Name: Ana Maria Petrini de Hermida

Title: Director, Chairman

Date: March 15, 2002

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Raul J. Sanchez De Varona, P.A.
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REGISTERED AGENT/OFFICE**

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REGISTERED AGENT/OFFICE:

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RAUL J. SANCHEZ DE VARONA
by R.A. Fernandez as attorney-in-fact

Date: March 15, 2002

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